

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

IN RE: TESTOSTERONE  
REPLACEMENT THERAPY  
PRODUCTS LIABILITY LITIGATION

MDL No. 2545

Master Docket Case No. 1:14-cv-  
1748

THIS DOCUMENT RELATES TO:  
*All cases*

Honorable Matthew F. Kennelly

**ORDER TO ESTABLISH AXIRON QUALIFIED SETTLEMENT FUND**

Negotiating Plaintiff Counsel (“NPC”), as counsel for certain plaintiffs in this MDL 2545 and other claimants, have moved the Court to enter an Order Establishing a Qualified Settlement Fund (“QSF”) as required under the Confidential Master Settlement Agreement (“MSA”) between NPC and defendant Eli Lilly and Company (“Lilly”; together with NPC, “the Parties”) and establishing Providio MediSolutions, LLC, and any later Court-approved successors and/or assigns (“Providio”) as the Qualified Settlement Fund Administrator (“QSF Administrator”). Upon consideration of NPC’s motion, it is hereby **ORDERED**:

1. The Unopposed Motion for Approval of Axiron Qualified Settlement Fund (“Motion”) is approved.
2. The Axiron Qualified Settlement Fund shall be established as a QSF within the meaning of Treas. Reg. § 1.468B-1 and pursuant to the jurisdiction conferred on this Court by Treas. Reg. § 1.468B-1(c)(1), and shall remain subject to the continuing jurisdiction of this Court.
3. Providio is hereby appointed as QSF Administrator pursuant to the terms, conditions, and restrictions of the Motion, this Order, and the MSA, and is hereby granted the authority to conduct any and all activities necessary to administer and ultimately wind down the

QSF as described herein, in the Motion, and in the MSA (including, without limitation, being authorized to make disbursements from the QSF consistent with the MSA).

4. Esquire Bank (“the Bank”) is hereby appointed as the financial institution at which the QSF Administrator will establish bank and investment accounts for the QSF in accordance with the Motion, this Order, and the MSA.

5. The Bank shall invest monies deposited pursuant to the instructions of the QSF Administrator. Such investments may be (a) with third parties in instruments/securities comprised of United States Agency, Government Sponsored Enterprises or Treasury debt securities or obligations (maturities not to exceed five years at a time of purchase) or mutual funds invested solely in such instruments (average maturity not to exceed five years); (b) with third parties in cash equivalent securities, including SEC registered money market funds and collateralized money market accounts; (c) in one or more checking accounts at the Bank up to current FDIC insurance limits; and (d) certificates of deposit that are fully insured by the Federal Deposit Insurance Corporation (“FDIC”) through use of the Certificate of Deposit Account Registry Services (“CDARS”), and/or Insured Cash Sweep (“ICS”) pursuant to the CDARS/ICS Deposit Placement Agreement with the Bank. The Bank shall be responsible for following the written investment instructions of the QSF Administrator. The QSF Administrator shall be responsible for ensuring that a principal preservation investment policy is implemented.

6. Disbursements shall be made from the QSF only upon written instructions of the QSF Administrator that are supported by a written joint authorization signed by NPC and on behalf of Lilly, specifying the payment(s) and payee(s) consistent with the MSA, or upon an Order of this Court following the joint motion of the Parties. Only the QSF Administrator, upon such joint instruction, is permitted to authorize a disbursement or make any withdrawal from the QSF.

7. Upon final disbursement of all monies paid into the QSF, the QSF Administrator shall take appropriate steps to wind down the QSF and, thereafter, be discharged from any further responsibility with respect to the QSF.

8. This Order is subject to amendment by the Court *sua sponte* or upon application of the Parties. This Court retains jurisdiction over all matters covered by, or related to, this Order.

Date: 3/15/2019

  
MATTHEW F. KENNELLY  
United States District Judge